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(Requestor's Name)



600243876356

R.W. Smiley
7900 Park Blvd.
Pine Hills Park, FL 33781

MAIL

(Business Entity Name)

(Document Number)

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ARTICLES OF INCORPORATION FOR

Boots Boots and More Boots, Inc

THE NAME OF THE CORPORATION SHALL BE: Boots Boots and More Boots, Inc.

THE UNDERSIGNED INCORPORATOR, BEING A NATURAL PERSON, HEREBY FILES THESE ARTICLES OF INCORPORATION TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING, SELLING, TRANSFERRING, ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF FLORIDA WITH ALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN ALL TYPES OF SUPPLIES USED IN CONNECTION WITH SUCH RELATED PROPERTY.

B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER WHATSOEVER WITH THE OPERATION OF THIS BUSINESS.

C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS BUSINESS AND PROMOTE ITS OBJECTS WITHIN OR WITHOUT THE STATE OF FLORIDA WITHOUT RESTRICTIONS AS TO PLACE OR AMOUNT.

D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO, MAKE OR PERFORM CONTRACTS OF EVERY KIND WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION, MUNICIPAL BODY, POLITICAL, COUNTRY, TERRITORY, STATE OR GOVERNMENT AND WITHOUT LIMITATION TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN THE TRANSACTION OF ITS BUSINESS FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES, OR FRANCHISES, OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, DEBENTURES AND OTHER OBLIGATIONS AND EVIDENCES OF INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIME OR TIMES FOR AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.

E. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE

POWERS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR ANY AMENDMENT THEREOF,
NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOLLOWING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND
POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING
SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION
TO DO ALL OR ANYTHING THAT IS LAWFUL.

ARTICLE II

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO
ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE 7500 SHARES OF COMMON STOCK
HAVING A PAR VALUE OF \$1.00.

ARTICLE III

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV

ADDRESS

THE INITIAL STREET ADDRESS OF THE OFFICE OF THIS CORPORATION IN THE STATE OF
FLORIDA IS: 5220-Brittany Dr. S, #712, St. Petersburg, FL 33715

THE INITIAL STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION
IN THE STATE OF FLORIDA IS: 7900 Park Blvd., Pinellas Park, FL 33781

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT SUCH ADDRESS IS:

R. W. Smiley

ARTICLE V

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY. THE NUMBER OF DIRECTORS
MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE SHAREHOLDERS.

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ARTICLE VI

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INITIAL DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS :

Barry Brown
5220-Brittany Dr. S., St Petersburg 1. 33715

ARTICLE VII

INCORPORATORS

THE INITIAL NAME AND ADDRESS OF EACH INITIAL INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS :

Barry Brown
5220-Brittany Dr. S., St Petersburg 1. 33715

ARTICLE VIII

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE IX

THE EXISTING STOCKHOLDERS AT THE TIME OF ANY ISSUANCE OF AUTHORIZED SHARES OF STOCK SHALL HAVE, ON A PRO-RATA BASIS, A FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING ISSUED. IF ANY STOCKHOLDER SHALL ELECT TO DISPOSE OF ANY SHARES OF STOCKS OWNED BY HIM, THE CORPORATION SHALL HAVE FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING DISPOSED OF.

X 17 2
INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR Boots Boots and More Boots, Inc.

SIGNED: Mr. Smiley
DATED: 1-17-13

STATE OF FLORIDA)

) SS:

COUNTY OF PINELLAS)

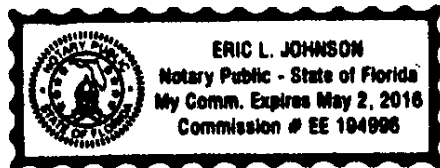
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SECRETARY OF STATE
FLORIDA

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, A NOTARY PUBLIC,
IN AND FOR THE STATE OF FLORIDA AT LARGE, R.W. Smiley, WELL KNOWN
TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCOR-
PORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE/SHE SIGNED AND EXECUTED SET FORTH.

WITNESS MY HAND AND OFFICIAL SEAL AT Pinellas Park, FLORIDA, SAID COUNTY AND
STATE ON THIS 17th DAY OF January, 18 2013.



[Signature]
NOTARY PUBLIC